

MINUTES AND REPORT

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MEETING OF THE BOARD OF DIRECTORS

CO-OPERATIVE FEDERATION OF VICTORIA LTD.

held at 225 Swanston Street, Melbourne on Monday, 18th July 1983 commencing 4 p.m.

1. PRESENT

Mr. J. N. Black	Chairman
Mr. O. J. Slattery	Vice Chairman
Mr. A. Dash	
Mr. E. J. Long	
Mr. B.H. Macintosh	
Mr. J. Mitchell	
Mr. M. Rundle	
Mr. G. J. Simm	
Mr. W. W. Rawlinson	Secretary/Executive Officer

In attendance:

Mr. B. Greer	Business Adviser, Employment Co-operative Development Programme.
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Apology for absence received from:

Mr. R. Harper vice Mr. A. Gill

2. MINUTES

Minutes of the meeting held 16th May 1983, having been circulated, were received, confirmed and adopted as a correct record on the motion of

Mr. Simm
seconded Mr. Macintosh

3. MATTERS ARISING FROM MINUTES OF COUNCIL MEETING 20TH JUNE 1983

The Board noted the acceptance of nomination by Mr. Harper for the position of Director to fill the casual vacancy caused by the resignation of Mr. Gill

The Board resolved

to appoint Mr. R. Harper, delegate of Hodja Educational Resources Co-operative Ltd. to fill the casual vacancy on the Board of Directors until the expiry of Mr. Gill's term at the 1984 Annual General Meeting.

Moved Mr. Mitchell
seconded Mr. Long

4. CORRESPONDENCE

4.i Hansard 15th June 1983 p.5116

Reply from Minister of Housing to question

"....A new division within the Ministry has been formed which is the legal and registry division and it is exploring the possibilities of an educative programme in conjunction with the Co-operative Federation of Victoria."

4.ii Press Release - Minister for Employment and Training -
18th July 1983

....."support would be given to projects that could develop beyond the job creation stage to become self-financing, such as co-operative ventures".

5. FINANCIAL

The Executive Officer presented Profit and Loss account and Balance Sheet as at 30th June 1983 as submitted to the Federation auditors.

The Board directed that the unfinancial members of Co-operative Federation of Victoria be included as debtors and provision be made for this amount as a doubtful debt. The correction to be agreed by the auditor prior to completion of audit.

5.ii Subscriptions and Budget

The Board resolved

- (a) *To adopt the Budget of Income and Expenditure for the financial year commencing 1st July 1983 as approved by the Council, Co-operative Federation of Victoria at its May 1983 meeting, a copy of which is appended to the file copy of these minutes.*
- (b) *To recommend to the 1983 Annual General Meeting that the Scale of annual subscriptions for members be at the same rate for the 1983/84 financial year as for the 1982/83 financial year.*
- (c) *That notice of motion be given to the 1983 Annual General Meeting for proposed amendment of Rule 30 by substituting for the existing words in para (d)*

*determination of rate of annual
subscription as required by Rule 20*

and by the addition of para (e)

*Any other business of which notice has
been given in accordance with these
Rules.*

Moved Mr. Rundle
seconded Mr. Simm

6. 1983 ANNUAL GENERAL MEETING

- 6.i The Board considered the matter of re-nomination of retiring directors for election and resolved

To accept nomination from the four retiring directors that, being eligible, they be re-elected to the Board at the 1983 Annual General Meeting. The Directors to be re-elected are

*Mr. J. N. Black
Mr. E. J. Long
Mr. J. Mitchell
Mr. G. J. Simm*

The Board agreed that the procedure for re-election of retiring Directors of the Federation should be in compliance with the terms of Model Rules for a Federation or Association when these are issued by the Registry. If the Model Rules are silent on this matter then the Federation Rules should be amended to provide

that 60 days before the Annual General Meeting the Co-operative members whose delegates are the retiring directors be requested to confirm that existing delegate directors will continue as delegates of such co-operatives and accept renomination for election to the Board.

- 6.ii The Board authorised the Chairman and Vice Chairman to sign the statutory directors' report on behalf of the Board.
- 6.iii The Board authorised the Chairman to issue a general report from the Board on the operations of the Federation in addition to the statutory report.
- 6.iv The Board agreed to consider holding subsequent Annual General meetings at a date later than 40 days after completion of the financial year.

7. 1983 ANNUAL CONFERENCE

A marketing brochure promoting the educational content of the 1983 Conference was endorsed by the Board and note taken that 364 copies had been posted direct to co-operative directors' home addresses.

The Board agreed a minimum number to proceed with the Conference be set at 100.

8. BULK FUEL PURCHASING CO-OPERATIVES MEETING

The Board noted that 13 nominations had been received to attend a meeting scheduled for 19th July 1983 to consider development of a bulk fuel purchasing scheme.

9. FEDERATION STAFF

- 9.i Administrative Assistant, Employment Co-operative Development
Programme Business Advisory Unit.

The Board was advised that subsequent to the last meeting of the Council, Co-operative Federation of Victoria, the Executive Officer had lengthy discussions with senior officers of the Ministry Employment & Training, with Mrs. Sarlin's legal advisers, the Federation's legal adviser and with the Legislation Committee. As a result, a final offer of \$750-00

had been made in full settlement of the matter to Mrs. Sarlin's legal advisers.

The response from Mrs. Sarlin's solicitor was that "it is the view of the Minister's office that an offer should be made by the Board of the Federation in the sum of \$999."

No such advice has been received by the Federation.

The Board resolved

That should formal instruction be received from the Minister that \$999-00 be paid and funds are provided to cover the payment then the instruction be followed, payment made and the matter be finalised.

Moved Mr. Rundle
seconded Mr. Long

The Board directed that legal costs incurred in this matter should be covered by E.C.D.P. funds.

9.ii Executive Officer

The formal agreement between the Board and the Executive Officer on terms of appointment was signed by the Chairman, Vice Chairman and Executive Officer and is appended to the file copy of these minutes.

10. REPORTS

10.i Employment Co-operatives Development Programme

The Board noted with concern the non receipt of funds for operational expenses of the Programme from 1st July 1983 and resolved

That the Ministry be requested to urgently acknowledge the Executive Officer's letter of 8th July 1983 and provide funds or authorise use of consultancy funds currently held

Moved Mr. Rundle
seconded Mr. Simm

Mr. Greer reported on response received to his paper proposing structure and operation of a Co-operative Development Agency related to Employment Co-operatives. The proposal is under consideration by the Ministry Employment & Training.

He advised that part of the report of the Management Consultants engaged by the Ministry to undertake evaluation of the programme has been given restricted release including the Co-operative Federation. Its recommendations include that the Co-operative Federation of Victoria be the auspices for operation of a Co-operative Development Agency combining the services of the present two Advisory Units and that the Federation be involved in the Banking programme covering grants and loans authorised by the Funding Committee.

The evaluation report contained criticism of the Advisory services which Mr. Greer considered merited challenge on the basis of lack of factual enquiry prior to such comment.

The Board directed the Legislation Committee consider relevant sections of the report by 22nd July 1983, meet on 25th July 1983 and prepare relevant submission to the Government as a matter of urgency.

10.ii Co-operative Societies Advisory Council

Mr. Long reported on the meeting of that Council held 23rd June 1983 when amongst other matters discussed the Federation members of the Council proposed future issues of Co-operative legislation contain an index to contents.

10.iii Co-operative Federation of Australia

The duties of Executive Officer have been transferred to Mr. Freeman. The physical transfer of the Secretariat will be by mutual arrangement between Mr. Rawlinson and Mr. Freeman.

The Chairman and Mr. Macintosh reported having received initial letters from the new Executive Officer indicating positive action in the matter of Division 9 of the Taxation Act.

Mr. Slattery proposed the Board's representatives on the national Council should recommend action in this matter in line with that agreed by the meeting of representatives of the Co-operative Federation of Australia, Australian Federation of Credit Unions and Australian Association of Permanent Building Societies held 10th December 1982

The Board resolved

To recommend to the Council, Co-operative Federation of Australia that future action on Co-operative Taxation be developed after consideration by the joint working party as agreed on 10th December 1982.

Mr. Slattery indicated his acceptance of involvement in the Co-operative Bank Study Committee will be subject to the authority of his General Manager.

10.iv Executive Officer

Mr. Rawlinson reported on participation in meetings of the Co-operative Societies Advisory Council, Co-operatives in T.A.F.E. Colleges Research Committee, with senior officials of the Ministry Employment & Training on Mrs. Sarlin. He reported the books of the Co-operative Federation of Victoria and Co-operative Federation of Australia have been balanced as at 30th June 1983 and are now with the Federation's auditors.

11. OTHER BUSINESS

11.i Notice of Intention to Resign

Mr. Dash submitted formal notice of intention to resign from the Board after the 1983 Annual General Meeting due to changed business commitments.

11.ii Apologies for Absence from Next Meeting

Mr. Long and Mr. Slattery indicated their inability to attend the Annual General Meeting and the August Board meeting and offered apologies for non attendance.

12. NEXT MEETING

The Board set Tuesday, 9th August 1983 at 6.30 p.m. as the date and time of the next meeting. Subject to availability the venue will be the Conference venue.

13. CLOSURE

There being no further business the meeting was closed at 7.20 p.m.